

EXHIBIT C

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CELSIUS NETWORK LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 22-10964 (MG)

(Jointly Administered)

**ORDER GRANTING APPLICATION OF THE AD HOC GROUP
OF WITHHOLD ACCOUNT HOLDERS
FOR ALLOWANCE AND PAYMENT OF FEES UNDER
BANKRUPTCY CODE SECTIONS 503(b)(3)(D) AND 503(b)(4)**

Upon consideration of the *Application of the Ad Hoc Group of Withhold Account Holders for Allowance and Payment of Fees under Bankruptcy Code Sections 503(b)(3)(D) and 503(b)(4)* (the “Application”)² seeking allowance of an administrative expense claim for payment of professional fees and expenses incurred by the Ad Hoc Group of Withhold Account Holders and Other Transferees (the “Withhold Ad Hoc Group”) in making a substantial contribution in the Chapter 11 Cases; and it appearing that this Court has jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this is a core

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); and Celsius US Holding LLC (7956). The location of Debtor Celsius Network LLC’s principal place of business and the Debtors’ service address in these chapter 11 cases is 121 River Street, PH05, Hoboken, New Jersey 07030.

² Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to them in the Application.

proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and adequate notice of the Application having been given such that no other or further notice need be given; and it appearing that the relief requested in the Application is in the best interests of the Debtors, their estates and creditors; and for the reasons set forth on the record at the hearing on the Application; it is hereby ORDERED that:

1. The Application is GRANTED.
2. The Withhold Ad Hoc Group shall have an allowed administrative claim under Bankruptcy Code sections 503(b)(3)(D) and 503(b)(4) for reimbursement of professional fees and expenses incurred by them in connection with making a substantial contribution to the Chapter 11 Cases, in the amount of \$191,697.00 in fees and \$3,745.61 in expenses.
3. The Debtors are authorized to pay Troutman Pepper Hamilton Sanders the amount of \$195,442.61 on account of the allowed administrative expense claim of the Withhold Ad Hoc Group.
4. This Court shall retain exclusive jurisdiction to hear and decide all matters arising from or related to this Order.

DATED: October __, 2023
New York, New York

—
The Honorable Martin Glenn
CHIEF UNITED STATES BANKRUPTCY JUDGE